

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Norfolk Division

R.M.S. TITANIC, INC.,
successor-in-interest to
Titanic Ventures, limited partnership,
Plaintiff,

v.

Civil Action No. 2:93cv902

THE WRECKED AND ABANDONED VESSEL,
ITS ENGINES, TACKLE, APPAREL,
APPURTENANCES, CARGO, ETC., LOCATED
WITHIN ONE (1) NAUTICAL MILE OF A POINT
LOCATED AT 41 43/ 32' NORTH LATITUDE
AND 49 56' 49" WEST LONGITUDE,
BELIEVED TO BE THE R.M.S. TITANIC
in rem,

Defendant.

NOTICE OF CLOSING OF SALE OF STOCK OF RMS TITANIC, INC.

Intervenor Premier Acquisition Holdings LLC ("PAHL") hereby provides notice to the Court that on February 13, 2019, PAHL closed on the purchase of substantially all of the assets of Premier Exhibitions, Inc. and certain of its debtor and non-debtor affiliates as set forth in the Asset Purchase Agreement dated as of June 14, 2018, by and among (i) Premier Exhibitions, Inc., a Florida corporation, (ii) Arts and Exhibitions International, LLC, a Florida limited liability company, (iii) Premier Exhibition Management LLC, a Florida limited liability company, (iv) Premier Exhibitions NYC, Inc., a Nevada corporation, (v) Premier Merchandising, LLC, a Delaware limited liability company, (vi) Premier Exhibitions International, LLC, a Delaware limited liability company, (vii) Dinosaurs Unearthed Corp., a Delaware corporation; (viii) DinoKing Tech Inc. d/b/a Dinosaurs Unearthed, a company formed under the laws of British Columbia, (ix) RMS Titanic, Inc., a Florida corporation ("RMST"), solely for purposes of Article III, Article V, Article VII and Article VIII of the Asset Purchase Agreement, and PAHL,

as amended by Amendment No. 1 to Asset Purchase Agreement dated as of September 14, 2018 (the “APA”), including 100% of the stock of plaintiff RMST in accordance with the approval granted by this Court in its December 21, 2018 Order (Dkt. No. 540) (the “Approval Order”).

In advance of the closing, PAHL and the Sellers (as defined in the APA) entered into Amendment No. 2 to the APA, a copy of which is attached hereto as **Exhibit A**. Amendment No. 2 amended the definition of “Excluded Assets” set forth in Section 1.1(b) of the APA to include any licenses registered in the name of any Seller with the Federal Communications Commission (the “FCC”), including Business Radio Station WQTA611 licensed to Premier Exhibitions, Inc. Pursuant to paragraph I of the Approval Order, this amendment does not remove, circumvent or diminish the Court’s admiralty jurisdiction in this case, but rather provides only that PAHL did not assume any of the Sellers’ FCC licenses.

Respectfully submitted,

PREMIER ACQUISITION HOLDINGS LLC

By Counsel:

/s/ David G. Barger

David G. Barger, VSB #21652
*Attorney for Intervenor Premier Acquisition
Holdings LLC*
GREENBERG TRAURIG, LLP
1750 Tysons Boulevard, Suite 1000
McLean, Virginia 22102
Tel: (703) 749-1300
Fax: (703) 749-1301
E-Mail: Bargerd@gtlaw.com

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of February, 2019, a copy of the foregoing has been electronically filed with the Clerk of the Court using the CM/ECF system, which will send electronic notification of such filing to all counsel of record.

/s/ David G. Barger

David G. Barger, VSB #21652
*Attorney for Intervenor Premier Acquisition
Holdings LLC*
GREENBERG TRAURIG, LLP
1750 Tysons Boulevard, Suite 1000
McLean, Virginia 22102
Tel: (703) 749-1300
Fax: (703) 749-1301
E-Mail: Bargerd@gtlaw.com